

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Virginia

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Toys "R" Us Property Company II, LLC

2. All other names debtor used in the last 8 years Giraffe Properties, LLC

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 37-1512919

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

One Geoffrey Way

Number Street

Number Street

P.O. Box

Wayne, New Jersey 07470

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Passaic County, New Jersey

County

Number Street

City State Zip Code

5. Debtor's website (URL) https://www.toysrus.com

6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Toys "R" Us Property Company II, LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
4521 (Department Stores)

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check One:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District _____

When _____

MM/DD/YYYY

Case number _____

If more than 2 cases, attach a separate list.

District _____

When _____

MM/DD/YYYY

Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Eastern District of Virginia

When

09/18/2017

List all cases. If more than 1, attach a separate list.

Case number, if known _____

MM / DD / YYYY

Debtor Toys "R" Us Property Company II, LLC
Name

Case number (if known) _____

11. Why is the case filed in *this* district?*Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City

State

Zip Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|---|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input checked="" type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Toys "R" Us Property Company II, LLC
Name

Case number (if known)

16. Estimated liabilities

| | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/18/2017
MM/ DD / YYYY

✕

/s/ James Young

Signature of authorized representative of debtor

James Young

Printed name

Title Authorized Signatory**18. Signature of attorney**

✕

/s/ Michael A. Condyles

Signature of attorney for debtor

Date

09/18/2017

MM/ DD/YYYY

Michael A. Condyles

Printed name

Kutak Rock LLP

Firm name

901 East Byrd Street, Suite 1000

Number Street

Richmond

City

VA

State

23219-4071

ZIP Code

804-343-5227

Contact phone

michael.condyles@kutakrock.com

Email address

27807

Bar number

VA

State

Fill in this information to identify the case:

| | |
|---|-------------------|
| United States Bankruptcy Court for the: | |
| Eastern District of Virginia | |
| (State) | |
| Case number (if known): _____ | Chapter <u>11</u> |

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Toys “R” Us, Inc.

| |
|---|
| Toys “R” Us, Inc. |
| Geoffrey Holdings, LLC |
| Geoffrey International, LLC |
| Geoffrey, LLC |
| Giraffe Holdings, LLC |
| Giraffe Junior Holdings, LLC |
| MAP 2005 Real Estate, LLC |
| Toys “R” Us – Value, Inc. |
| Toys “R” Us (Canada) Ltd./Toys “R” Us (Canada) Ltee |
| Toys “R” Us – Delaware Inc. |
| Toys “R” Us Europe, LLC |
| Toys “R” Us Property Company II, LLC |
| Toys Acquisition, LLC |
| TRU Asia, LLC |
| TRU Guam, LLC |
| TRU Mobility, LLC |
| TRU of Puerto Rico, Inc. |
| TRU Taj (Europe) Holdings, LLC |
| TRU Taj Finance, Inc. |
| TRU Taj Holdings 1, LLC |
| TRU Taj Holdings 2 Limited |
| TRU Taj Holdings 3, LLC |
| TRU Taj LLC |
| TRU – SVC, Inc. |
| Wayne Real Estate Parent Company, LLC |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF VIRGINIA
RICHMOND DIVISION**

| | | |
|---------------------------------------|---|-------------------------|
| In re: |) | Chapter 11 |
| TOYS "R" US PROPERTY COMPANY II, LLC, |) | Case No. 17-_____(____) |
| Debtor. |) | |

LIST OF EQUITY SECURITY HOLDERS¹

| Debtor | Equity Holders | Address of Equity Holder | Percentage of Equity Held |
|--------------------------------------|------------------------------|---|---------------------------|
| Toys “R” Us Property Company II, LLC | Giraffe Junior Holdings, LLC | One Geoffrey Way Wayne, New Jersey 07470 | 100% |

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF VIRGINIA
RICHMOND DIVISION**

| | | |
|---------------------------------------|---|-------------------------|
| In re: |) | Chapter 11 |
| TOYS "R" US PROPERTY COMPANY II, LLC, |) | Case No. 17-_____(____) |
| Debtor. |) | |

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

| Shareholder | Approximate Percentage of Shares Held |
|---|---------------------------------------|
| Toys “R” Us – Delaware Inc. (Indirect Holder) | 100% |
| Toys “R” Us, Inc. (Indirect Holder) | 100% |

| Fill in this information to identify the case: | |
|--|------------------------------|
| Debtor name | Toys "R" Us, Inc., et al. |
| United States Bankruptcy Court for the: | Eastern District of Virginia |
| Case number (If known): | (State) |

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

| | Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim | | |
|---|---|--|--|--|---|---|-----------------|
| | | | | | If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff [1] | Unsecured Claim |
| 1 | BANK OF NEW YORK 225 LIBERTY STREET NEW YORK, NY 10286 | KEVIN MCCARTHY GENERAL COUNSEL PHONE: 212-495-1784 FAX: 212-635-1799 | 7.375% SENIOR NOTES, DUE FISCAL 2018 | N/A | | | \$208,340,000 |
| 2 | MATTEL 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245 | MARGARET H. GEORGIADIS CEO PHONE: 310-252-4455 FAX: 310-252-2567 EMAIL: margo@mattel.com | TRADE PAYABLE | N/A | | | \$135,639,021 |
| 3 | HASBRO INC. ONE HASBRO PLACE PROVIDENCE, RI 02903 | BRIAN D. GOLDNER CEO PHONE: 401-727-5202 FAX: 401-431-8535 EMAIL: brian.goldner@hasbro.com | TRADE PAYABLE | N/A | | | \$59,092,155 |
| 4 | GRACO CHILDREN'S PRODUCTS INC. 221 RIVER STREET HOBOKEN, NJ 07030 CANADA | MARK TARCHETTI PRESIDENT PHONE: 201-610-6600 EMAIL: mark.tarchetti@newellco.com | TRADE PAYABLE | N/A | | | \$59,081,865 |
| 5 | SPIN MASTER 121 BLOOR STREET EAST TORONTO, ON M4W 3M5 CANADA | ANTON RABIE CEO PHONE: 416-364-6002 FAX: 416-364-5097 EMAIL: antonr@spinmaster.com | TRADE PAYABLE | N/A | | | \$32,768,564 |

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

| | Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim | | |
|----|---|---|--|--|---|---|-----------------|
| | | | | | If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff [1] | Unsecured Claim |
| 6 | LEGO 555 TAYLOR ROAD PO BOX 1600 ENFIELD, CT 06083 | NIELS CHRISTIANSEN CEO PHONE: 860-749-2291 FAX: 860-763-0522 EMAIL: niels.christiansen@lego.com | TRADE PAYABLE | N/A | | | \$31,593,125 |
| 7 | JUST PLAY (HK) LIMITED 1900 NW CORPORATE BLVD. SUITE 100W BOCA RATON, FL 33431 | CHARLIE EMBY GEOFFREY GREENBERG CO-OWNER & PRESIDENT PHONE: 561-988-2323 FAX: 561-988-2324 EMAIL: cemby@justplayproducts.com | TRADE PAYABLE | N/A | | | \$28,966,333 |
| 8 | BANK OF NEW YORK 225 LIBERTY STREET NEW YORK, NY 10286 | KEVIN MCCARTHY GENERAL COUNSEL PHONE: 212-495-1784 FAX: 212-635-1799 | 8.750% DEBENTURES, DUE FISCAL 2021 | N/A | | | \$21,673,000 |
| 9 | MGA ENTERTAINMENT INC. 16300 ROSCOE BLVD. SUITE 150 VAN NUYS, CA 91406 | ISAAC LARIAN CEO PHONE: 818-894-3150 FAX: 818-895-0771 EMAIL: isaac.larian@mgae.com | TRADE PAYABLE | N/A | | | \$21,369,966 |
| 10 | VTECH ELECTRONICS LIMITED 1156 W SHURE DRIVESUITE 200 ARLINGTON HEIGHTS, IL 60004 | WILLIAM TO PRESIDENT PHONE: 847-400-3600 FAX: 847-400-3601 EMAIL: william_to@vtechkids.com | TRADE PAYABLE | N/A | | | \$17,707,740 |
| 11 | JAKKS PACIFIC INC 2951 28TH STREET SANTA MONICA, CA 90405 | STEPHEN G. BERMAN CEO PHONE: 310-455-6218 FAX: 310-317-8527 EMAIL: stephanb@jakks.net | TRADE PAYABLE | N/A | | | \$14,058,896 |
| 12 | RADIO FLYER INC. 6515 WEST GRAND AVENUE CHICAGO, IL 60707 | ROBERT PASIN CEO PHONE: 800-621-7613 FAX: 773-637-8874 EMAIL: rfpasin@radioflyer.com | TRADE PAYABLE | N/A | | | \$12,204,464 |
| 13 | SKYROCKET TOYS LLC 12910 CULVER BLVD. LOS ANGELES, CA 90066 | NELO LUCICH CEO PHONE: 310-822-0515 FAX: 310-736-6176 EMAIL: nelol@skyrockettoys.com | TRADE PAYABLE | N/A | | | \$11,004,986 |
| 14 | KIDS II FAR EAST LIMITED. 333 PIEDMONT ROAD SUITE 1800 ATLANTA, GA 30305 | RYAN GUNNIGLE CEO PHONE: 800-230-8190 FAX: 770-751-0543 EMAIL: rgunnigle@kidsii.com | TRADE PAYABLE | N/A | | | \$10,070,510 |

| | Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim | | |
|----|---|--|--|--|---|---|-----------------|
| | | | | | If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff [1] | Unsecured Claim |
| 15 | PACIFIC CYCLE LLC 4902 HAMMERSLEY ROAD MADISON, WI 53711 | JEFF FEHNER CEO PHONE: 608-268-2468 FAX: 608-268-8352 EMAIL: jfehner@pacific-cycle.com | TRADE PAYABLE | N/A | | | \$9,969,131 |
| 16 | MOOSE TOYS PTY LTD 29 GRANGE RD CHELTENHAM MELBOURNE, VIC 3192 AUSTRALIA | MANNY STUL CHAIRMAN & CO-CEO PHONE: 03 9579 7377 FAX: (+61) 03 9579 7355 EMAIL: manny@moosetoys.com | TRADE PAYABLE | N/A | | | \$9,538,166 |
| 17 | DOREL JUVENILE GROUP INC 2525 STATE STREET COLUMBUS, IN 47201 | PAUL POWERS PRESIDENT & CEO PHONE: 800-295-1980 FAX: 812-372-0977 EMAIL: ppowers@djgusa.com | TRADE PAYABLE | N/A | | | \$9,197,609 |
| 18 | JAZWARES, INC 963 SHOTGUN ROAD SUNRISE, FL 33326 | JUDD ZEBERSKY CEO PHONE: 800-845-0800 FAX: 954-368-8740 EMAIL: judd@jazwares.com | TRADE PAYABLE | N/A | | | \$9,065,743 |
| 19 | C & T INTERNATIONAL, INC. 46 WHELAN RD EAST RUTHERFORD, NJ 07073 | GEORGE IVALDI PRESIDENT PHONE: 201-531-1919 FAX: 201-531-1920 EMAIL: georgeicnt@aol.com | TRADE PAYABLE | N/A | | | \$8,683,876 |
| 20 | DELTA ENTERPRISE CORP 114 WEST 26TH STREET 8TH FLOOR NEW YORK, NY 10001 | JOESPH SHAMIE PRESIDENT PHONE: 212-736-7000 FAX: 212-645-9032 EMAIL: jshamie@deltaenterprise.com | TRADE PAYABLE | N/A | | | \$8,001,386 |
| 21 | ZURU INC.ENERGY PLAZA92 GRANVILLE ROADTSIM SHA TSUI, HONG KONG | NICK MOWBRAY CEO PHONE: 86-20-6661-6100 x8088 FAX: 86-55-8221-4077 EMAIL: nick@zuru.com | TRADE PAYABLE | N/A | | | \$7,855,722 |
| 22 | BANDAI AMERICA INC. 2120 PARK PLACE, SUITE #120 EL SEGUNDO, CA 90245 | ASHER TAKEUCHI CEO PHONE: 714-816-9560 FAX: 714-816-6710 EMAIL: takeuchia@bandai.com | TRADE PAYABLE | N/A | | | \$7,798,951 |
| 23 | CEPIA LLC 121 HUNTER AVE SUITE 103 ST. LOUIS, MO 63124 | RUSSELL HORNSBY PRESIDENT & CEO PHONE: 314-725-4900 x3712 FAX: 314-725-4919 EMAIL: rhornsby@cepiallc.com | TRADE PAYABLE | N/A | | | \$6,737,106 |

| | Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim | | |
|----|--|--|--|--|---|---|-----------------|
| | | | | | If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff [1] | Unsecured Claim |
| 24 | INTERNATIONAL PLAYTHINGS 75D LACKAWANNA AVENUE PARSIPPANY, NJ 07054 | MIKE VARDA PRESIDENT PHONE: 973-316-2500 FAX: 973-316-5883 EMAIL: michael.varda@intplay.com | LITIGATION | N/A | | | \$6,473,425 |
| 25 | CABEN ASIA PACIFIC LTD. 12/F, TAL BUILDING JORDAN KOWLOON, HONG KONG | MONA LAM EXECUTIVE OFFICER PHONE: 0852-27369880 FAX: 0852-23754411 EMAIL: sandy@caben.com.hk | TRADE PAYABLE | N/A | | | \$6,449,641 |
| 26 | HUFFY CORPORATION 6551 CENTERVILLE BUSINESS PARKWAY CENTERVILLE, OH 45459 | WILLIAM A. SMITH CEO PHONE: 937-865-2800 FAX: 937-865-5470 EMAIL: bill.smith@huffybikes.com | TRADE PAYABLE | N/A | | | \$6,262,973 |
| 27 | WILLIAM CARTER CO. 3438 PEACHTREE ROAD NE SUITE 1800 ATLANTA, GA 30326 | MICHAEL CASSEY CEO PHONE: 678-791-1000 FAX: 404-892-0968 EMAIL: michael.cassey@carters.com | TRADE PAYABLE | N/A | | | \$5,221,247 |
| 28 | KENT INTERNATIONAL 60 EAST HALSEY ROAD PARSIPPANY, NJ 07054-3705 | ARNOLD KAMLER CEO PHONE: 973-434-8224 FAX: 973-434-8189 EMAIL: arnold@kent.bike.com | TRADE PAYABLE | N/A | | | \$5,166,133 |
| 29 | EVENFLO COMPANY, INC. 225 BYERS ROAD MIAMISBURG, OH 45342 | JON CHAMBERLAIN CEO PHONE: 937-773-3971 FAX: 937-778-5429 | TRADE PAYABLE | N/A | | | \$4,967,763 |
| 30 | BABY TREND, INC. 1607 S. CAMPUS AVENUE ONTARIO, CA 91761 | DENNY TSAI PRESIDENT PHONE: 800-328-7363 FAX: 909-773-0108 EMAIL: dennytsai@babytrend.com | TRADE PAYABLE | N/A | | | \$4,923,181 |
| 31 | PLAYMATES TOYS INC 909 N. SEPULVEDA BLVD, STE 800 EL SEGUNDO, CA 90245 | THOMAS CHAN CEO PHONE: 855-807-9515 FAX: 310-252-8084 EMAIL: Thomas.chan@playmates.net | TRADE PAYABLE | N/A | | | \$4,537,883 |
| 32 | BEST CHAIRS INCONE BEST DRIVEFERDINAND, IN 47532 | GLENN LANGE CEO PHONE: 314-894-9922 FAX: 812-367-0370 EMAIL: glange@besthf.com | TRADE PAYABLE | N/A | | | \$4,268,065 |

| | Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim | | |
|----|---|--|--|--|---|---|-----------------|
| | | | | | If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff [1] | Unsecured Claim |
| 33 | WOWWEE GROUP LIMITED ENERGY PLAZA, 3F 92 GRANVILLE ROAD T.S.T EAST HONG KONG | RICHARD YANOFSKY CEO PHONE: 843-216-6298 FAX: 852 2724 6931 EMAIL: richard@wowwee.com | TRADE PAYABLE | N/A | | | \$4,112,245 |
| 34 | RAZOR USA INC 12723 EAST 166TH STREET CERRITOS, CA 90703 | CARLTON CALVIN CEO PHONE: 562-345-6000 FAX: 562-345-6084 EMAIL: ccalvin@razorusa.com | TRADE PAYABLE | N/A | | | \$4,072,270 |
| 35 | AMERICAN GREETINGS CORP. ONE AMERICAN BOULEVARD CLEVELAND, OH 44145 | ZEV WEISS CO-CEO PHONE: 216-252-7300 x1440 FAX: 216-252-6778 EMAIL: jeff.weiss@amgreetings.com | TRADE PAYABLE | N/A | | | \$3,868,077 |
| 36 | ONTEL PRODUCTS CORP 21 LAW DRIVE FAIRFIELD, NJ 7004 | AMAR KHUBANI CEO PHONE: 973-439-9000 FAX: 973-439-9024 EMAIL: Amar@ontel.com | TRADE PAYABLE | N/A | | | \$3,796,943 |
| 37 | CHAP MEI PLASTIC TOYS MFY. LTD. UNIT 541, 5/F, SINO INDUSTRIAL PLAZA 9 KAI CHEUNG ROAD KOWLOON BAY, KOWLOON HONG KONG | SIMON LAM DIRECTOR PHONE: 852-2756 0185 FAX: 852-2796 5840 EMAIL: cmsimon@chapmei.com | TRADE PAYABLE | N/A | | | \$3,779,529 |
| 38 | FUNKO LLC 2802 WETMORE AVENUE EVERETT, WA 98201 | BRIAN MARIOTTI CEO PHONE: 425-783-3616 FAX: 425-252-2454 EMAIL: contact@funko.com | TRADE PAYABLE | N/A | | | \$3,690,587 |
| 39 | GOODBABY (HONG KONG) LIMITED NO.20, LUXI RD LUJIA TOWN, KUNSHAN CITY JIANGSU PROVINCE, 215331 CHINA | GREG MANSKER CEO PHONE: +86 21 3376 3622 FAX: 86-512-5767-1515 EMAIL: Gmansker@gbgdesign.com | TRADE PAYABLE | N/A | | | \$3,688,467 |
| 40 | SKIP HOP INC 146 W 29TH ST 8TH FLR NEW YORK, NY 10001 | MICHAEL DIAMANT CEO PHONE: 212-868-9850 FAX: 646-607-1989 EMAIL: michael@skiphop.com | TRADE PAYABLE | N/A | | | \$3,474,778 |
| 41 | MUNCHKIN INC 7835 GLORIA AVENUE VAN NUYS, CA 91406 | ANDY KIEMACH PRESIDENT PHONE: 800-344-2229 FAX: 818-893-6243 EMAIL: andy.keimach@munchkin.com | TRADE PAYABLE | N/A | | | \$3,185,049 |

| | Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim | | |
|----|---|--|--|--|---|---|-----------------|
| | | | | | If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff [1] | Unsecured Claim |
| 42 | SINGING MACHINE CO 6301 NW 5TH WAY, SUITE 2900 FORT LAUDERDALE, FL 33309 | GARY ATKINSON CEO PHONE: 954-596-1000 FAX: 954-596-2000 EMAIL: garyatkinson@singingmachine.com | TRADE PAYABLE | N/A | | | \$2,987,798 |
| 43 | EXEL INC570 POLARIS PKWY WESTERVILLE, OH 43082 | JOHN GILBERT CEO PHONE: 614-865-8500 FAX: 614-865-8503 | TRADE PAYABLE | N/A | | | \$2,890,043 |
| 44 | INGRAM ENTERTAINMENT INC TWO INGRAM BLVD. LA VERGNE, TN 37089 | BOB WEBB CEO & PRESIDENT PHONE: 615-287-4000 FAX: 615-287-4982 EMAIL: bob.webb@ingramentertainment.com | TRADE PAYABLE | N/A | | | \$2,881,708 |
| 45 | SUPER TECHNOLOGY LIMITED 77 MODY ROAD RM 1203-04, 12/F, CHINACHEM GOLDEN PLAZA TSIM SHA TSU EAST KOWLOON, HONG KONG | ALBERT CHAN PHONE: 852-27239111 FAX: 852-27235886 | TRADE PAYABLE | N/A | | | \$2,765,075 |
| 46 | THE STEP2 COMPANY LLC 10010 AURORA-HUDSON ROAD STREETSBORO, OH 44241 | LAWTON BLOOM INTERIM CEO PHONE: 646-321-2008 FAX: 330-528-0954 EMAIL: Lbloom@step2.net | TRADE PAYABLE | N/A | | | \$2,757,456 |
| 47 | WARNER BROTHERS 4001 W OLIVE AVE BURBANK, CA 91505 | PAM LIFFORD PRESIDENT PHONE: 818-954-6111 FAX: 212-954-7667 EMAIL: Pam.Lifford@warnerbros.com | TRADE PAYABLE | N/A | | | \$2,618,732 |
| 48 | CRAYOLA LLC 1100 CHURCH LANE EASTON, PA 18044-0431 | SMITH HOLLAND CEO PHONE: 610-253-6271 FAX: 610-250-5768 EMAIL: sholland@crayola.com | TRADE PAYABLE | N/A | | | \$2,586,743 |
| 49 | PLAYMOBIL USA, INC. 26 COMMERCE DRIVE CRANBURY, NJ 8512 | SILKE HEINRICH CEO PHONE: 609-395-5566 FAX: 609-395-3015 EMAIL: silke_heinrich@playmobil.de | TRADE PAYABLE | N/A | | | \$2,541,308 |
| 50 | KOLCRAFT PROD 1100 W. MONROE CHICAGO, IL 60607 | SANFRED KOLTUN CEO PHONE: 312-361-6490 FAX: 910-944-3536 EMAIL: anfred.koltun@kolcraft.com | TRADE PAYABLE | N/A | | | \$2,455,330 |

| | |
|--|--------------------------------------|
| Fill in this information to identify the case and this filing: | |
| Debtor Name | Toys "R" Us Property Company II, LLC |
| United States Bankruptcy Court for the: | Eastern District of Virginia |
| | (State) |
| Case number (If known): | |

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

09/18/2017
MM/ DD/YYYY

☒ /s/ James Young

Signature of individual signing on behalf of debtor

James Young

Printed name

Authorized Signatory

Position or relationship to debtor

TOYS “R” US PROPERTY COMPANY II, LLC

OMNIBUS RESOLUTIONS

SEPTEMBER 18, 2017

Effective as of the date written above, the undersigned members of the board of directors, members of the board of managers, individual managers, sole managers and sole members (collectively, the “Board”), as applicable, of the entity first set forth above (the “Company”) **HEREBY CONSENT** to the taking of the following actions and **HEREBY ADOPT** the following resolutions by unanimous written consent (this “Written Consent”) pursuant to the Company’s bylaws or limited liability company agreement, as applicable, and the applicable laws of the jurisdiction in which the Company is organized:

Chapter 11 Filing

WHEREAS, the Board of the Company has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to them and the effect of the foregoing on the Company’s business; and

WHEREAS, the Board of the Company has consulted with the management and the financial and legal advisors of the Company and fully considered each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Board of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company shall be, and hereby is, authorized to file or cause to be filed a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”); and

RESOLVED, that any officers of the Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all motions, papers, documents, or other filings, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business.

Retention of Professionals

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “Kirkland”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings;

and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Goodmans LLP (“Goodmans”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties in connection with possible Canadian insolvency proceedings, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Goodmans.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm Lazard Frères & Co., LLC (“Lazard”) as investment banker and financial advisor to, among other things, assist the Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case, as requested by the Company, evaluating the Company’s capital structure, responding to issues related to the Company’s financial liquidity, and in any sale, reorganization, business combination, or similar disposition of the Company’s assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Lazard.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm Alvarez & Marsal North America, LLC (“A&M”) as restructuring advisor to, among other things, assist the Company in evaluating its business and prospects, developing a long-term business plan, developing financial data for evaluation by its Board, creditors, or other third parties, in each case as requested by the Company, evaluating the Company’s capital structure, responding to issues related to the Company’s financial liquidity, and in any sale, reorganization, business combination, or similar disposition of the Company’s assets; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of A&M.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Prime Clerk LLC (“Prime Clerk”) as notice and claims agent and administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Joele Frank, Wilkinson Brimmer Katcher (“Joele Frank”) as communications consultant to represent and assist the Company in conducting crisis and restructuring communications; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Joele Frank.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Company’s Chapter 11 Case, with a view to the successful prosecution of each such case.

General

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer’s (or his designees’ or delegates’) judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the Board of the Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board of the Company.

RESOLVED, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of the Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

This Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Consent.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

/s/ James Young

Authorized Signatory for
Giraffe Junior Holdings, LLC

TOYS “R” US PROPERTY COMPANY II, LLC

RESOLUTIONS

SEPTEMBER 18, 2017

Effective as of the date written above, the independent members of the board of directors, members of the board of managers, individual managers, sole managers and sole members (collectively, the “Board”), as applicable, of the entity set forth on Annex A attached hereto (the “Company”) **HEREBY CONSENTS** to the taking of the following actions and **HEREBY ADOPTS** the following resolutions by unanimous written consent (this “Written Consent”) pursuant to the Company’s bylaws or limited liability company agreement, as applicable, and the applicable laws of the jurisdiction in which such Company is organized:

Chapter 11 Filing

WHEREAS, the Board has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to them and the effect of the foregoing on the Company’s business; and

WHEREAS, the Board has consulted with the management and the financial and legal advisors of the Company and fully considered each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company shall be, and hereby is, authorized to file or cause to be filed voluntary petitions for relief (each a “Chapter 11 Case” and collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”); and

RESOLVED, that any officers of the Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all motions, papers, documents, or other filings, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business.

General

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company,

to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's (or his designees' or delegates') judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice.

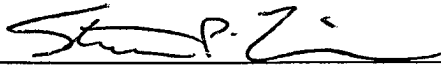
RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the respective Board of the Company.

RESOLVED, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of the Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

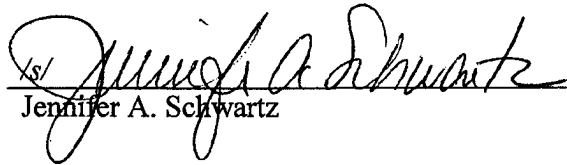
This Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Consent.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

/s/ 

Steven P. Zimmer

/s/ 

Jennifer A. Schwartz

Annex A

Board Members: Steven P. Zimmer, Jennifer A. Schwartz

| <u>COMPANY</u> | <u>JURISDICTION</u> |
|--------------------------------------|----------------------------|
| Toys "R" Us Property Company II, LLC | Delaware |